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November 18, 2002

Ex Parte Notice

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, D.C. 20554

**Re: Applications for Consent to the Transfer of Control of Licenses from  
Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast  
Corporation, Transferee, MB Docket No. 02-70**

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Dear Ms. Dortch:

On November 15, 2002, various representatives of Comcast Corporation ("Comcast") had a series of telephone calls with representatives of the Media Bureau regarding one element of the Memorandum Opinion and Order ("Order") released November 14, 2002. Comcast representatives who participated in one or more of the conversations were Jim Coltharp, Buck Logan, and Jim Casserly. Bureau representatives who participated in one or more of the conversations were Ken Ferree, Bill Johnson, and Royce Sherlock. The conversations pertained to an ambiguity in Paragraph 167 of the Order.

In these conversations, we pointed out that, as noted in Paragraph 167 of the Order, Applicants had disclosed in their initial public interest filing of February 28, 2002, that Comcast owned certain SMATV operations that would create cable/SMATV cross-ownership issues once the merger was consummated. Paragraph 167 also quoted Applicants' assurance that "*promptly after closing*, these SMATV systems will either be sold or integrated into the existing cable franchise (so that they are no longer operated 'separate and apart' from the franchised cable service in that area)" (emphasis added). The order went on to say, "Based on Applicants' assertions, and the lack of adverse comments on this issue in the record, we find that Applicants can comply with § 76.501(d), if the above-noted steps are taken." But it then specified, in language that was echoed in Para. 227, that, "*as of closing*, AT&T Comcast shall comply with our cable/SMATV cross-ownership rule" (emphasis added).

Applicants suggested that this inconsistency was likely due to a minor drafting error that could easily be remedied through a slight modification of the language in the last sentence of Para. 167 and in Para. 227. They noted that such a change would allow for the orderly integration of SMATV systems into existing cable franchises, or the sale

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of those SMATV systems, as needed to achieve prompt compliance with the cable/SMATV cross-ownership rule.

Pursuant to section 1.1206(b)(2) of the Commission's rules, we are filing this letter by way of the Commission's electronic comment filing system. We are also sending copies to Mr. Ferree, Mr. Johnson, Ms. Sherlock, and the merger review team. Please let me know if you have any questions.

Sincerely,

James L. Casserly

Attachment

cc:	W. Kenneth Ferree	William H. Johnson	Royce D. Sherlock
	Roger D. Holberg	Erin Dozier	Simon Wilkie
	James R. Bird	William Dever	Cynthia Bryant
	Jeff Tobias	Patrick Webre	Lauren Kravetz Patrich
	Qualex International		